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- and -

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Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

. Chapter 1

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtor. : (Jointly Administered)

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NOTICE OF ASSUMPTION AND/OR ASSIGNMENT OF ADDITIONAL EXECUTORY CONTRACT OR UNEXPIRED LEASE TO PURCHASER

<u>WITH RESPECT TO BRAKE HOSE BUSINESS</u>

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. § 105(a) And Fed. R. Bankr. P.

2002 And 9014 (i) Approving Bidding Procedures, (ii) Granting Certain Bid Protections, (iii)

Approving Form And Manner Of Sale Notices, And (iv) Setting A Sale Hearing (the

"Bidding Procedures Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on February 16, 2007, Delphi Automotive Systems LLC ("DAS LLC") and Delphi Technologies, Inc. (together with DAS LLC, the "Selling Debtor Entities") have entered into a Sale And Purchase Agreement ("Agreement"), which Agreement is subject to an overbid auction, with Harco Manufacturing Group, LLC (the "Purchaser") and Harco Brake Systems, Inc. for the purchase of assets exclusively used by the Debtors' brake hose business and certain intellectual property (the "Assets"). Capitalized terms used but not otherwise defined in this notice (the "Notice") shall have the meanings ascribed to them in the Bidding Procedures Order.

- On February 23, 2007, and in accordance with the Bidding Procedures Order, the Selling Debtor Entities provided notice of their intent to assume and/or assign the executory contracts or unexpired leases as reflected in the Notice of Assumption and/or Assignment of Executory Contract of Unexpired Lease to Purchaser With Respect to Brake Hose Business (the "Purchaser Assumption/Assignment Notice") (Docket No. 7030).

 Pursuant to the terms of the Agreement and subject to completion of a competitive bidding process described in the Bidding Procedures Order and the attachments thereto, the Selling Debtor Entities will also seek to assume and/or assign, in addition to those executory contracts or unexpired leases reflected in the Purchaser Assumption/Assignment Notice, the contracts listed on Exhibit 1 hereto (the "Assigned Contracts") at the hearing to be held at 10:00 a.m. (Prevailing Eastern Time) on March 22, 2007 (the "Sale Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.
- 3. Objections, if any, to the assumption and/or assignment of an Assigned Contract must (a) be in writing, (b) state with specificity the reasons for such objection, (c)

conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on October 26, 2006 (Docket No. 5418), (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (f) be served in hard-copy form so it is actually received within ten days after the date of this Notice upon (i) Delphi Automotive Systems LLC, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: Legal Staff), (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vii) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (viii) counsel for the Purchaser, Coolidge Wall Co., L.P.A., 33 West First Street, Dayton, Ohio 45402 (Att'n: Ronald S. Pretekin), and (ix) the Office of the United States Trustee for

the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard).

- 4. If an objection to the assumption and/or assignment of an Assigned Contract is timely filed, a hearing with respect to the objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at the Sale Hearing or such date and time as the Court may schedule. If no objection is timely received, the non-Debtor party to the Assigned Contract shall be deemed to have consented to the assumption and assignment of the Assigned Contract and shall be forever barred from asserting any other claims, including, but not limited to, the propriety or effectiveness of the assumption and assignment of the Assigned Contract, against the Debtors or the Purchaser, or the property of either of them, as to such Assigned Contract.
- 5. Pursuant to 11 U.S.C. § 365, there is adequate assurance of future performance that the Cure Amount set forth in the Cure Notice shall be paid in accordance with the terms of the Sale Order. Further, there is adequate assurance of the Purchaser's future performance under the executory contract or unexpired lease to be assumed and assigned because of the significant resources of the Purchaser.

6. Prior to the Closing Date, the Selling Debtor Entities may amend their decision with respect to the assumption and/or assignment of any Assigned Contract and provide a new notice amending the information provided in this Notice.

Dated: New York, New York March 2, 2007

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
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- and -

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Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

General Motors Corporation Manual PO Support Workgroup PO Box 63070 Phoenix AZ 85082-3070

Contract to be assumed and assigned:

P.O. # 7ND000DR between General Motors Corporation and Delphi C; Part #10345989; Issue Date 9/7/2006; Amendment #2; Expires 7/31/2007; Issue Date 7/20/2004

General Motors of Canada Limited Manual PO Support Workgroup PO Box 63070 Phoenix AZ 85082-3070

Contract to be assumed and assigned:

P.O. #7NC00054 between GM of Canada Ltd. and Delphi C; Part #15134754; Issue Date 8/14/2005; Amendment #2; Expiration Date 12/31/2009; Issue Date 6/14/2004

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Contract to be assumed and assigned:

P.O. # 7ND000DD between General Motors Corporation and Delphi C; Part #15134754; Issue Date 8/14/2005; Amendment #2; Expiration Date 12/31/2009; Issue Date 6/14/2004

Genasys L.C. General Motors Corporation Manual PO Support Workgroup PO Box 63070 Phoenix AZ 85082-3070

Contract to be assumed and assigned:

P.O. #NMG0000L between Genasys L.C. and Delphi C; Part #15134754; Issue Date 8/14/2005; Amendment #1; Expiration Date 12/31/2009; Issue Date 4/13/2005

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Contract to be assumed and assigned:

P.O. #7ND000F2 between General Motors Corporation and Delphi C; Part #15222937; Issue Date 9/7/2006; Amendment #1; Expiration Date 7/31/2007; Issue Date 7/26/2004

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Contract to be assumed and assigned:

P.O. #7ND000F3 between General Motors Corporation and Delphi C; Part #15222938; Issue Date 9/7/2006; Amendment #1; Expiration Date 7/31/2007; Issue Date 7/26/2004

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Contract to be assumed and assigned:

P.O. #7ND000GV between General Motors Corporation and Delphi C; Part #15230029; Issue Date 9/7/2006; Amendment #3; Expiration Date 7/31/2007; Issue Date 2/7/2005

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Contract to be assumed and assigned:

P.O. #7ND000GW between General Motors Corporation and Delphi C; Part #15230030; Issue Date 9/7/2006; Amendment #3; Expiration Date 7/31/2007; Issue Date 2/7/2005

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Contract to be assumed and assigned:

P.O. #7ND000GX between General Motors Corporation and Delphi C; Part #15230036; Issue Date 9/7/2006; Amendment #3; Expiration Date 7/31/2007; Issue Date 2/7/2005

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Contract to be assumed and assigned:

P.O. #7ND000GZ between General Motors Corporation and Delphi C; Part #15230037; Issue Date 9/7/2006; Amendment #3; Expiration Date 7/31/2007; Issue Date 2/7/2005

Magna Drivetrain Steyr De Mexico, S.A. DE C.V. Calle 1 No. 104 Parque Ind. Santa Maria 25947 Ramos Arizpe Coahuila R.F.C. SME991215 7 NA Mexico

Contract to be assumed and assigned:

P.O. #5500000463 between Magna Drivetrain and Delphi C; Part #15232835; Validity from 8/15/2005; Validity to 7/31/2010

Magna Drivetrain Steyr De Mexico, S.A. DE C.V. Calle 1 No. 104 Parque Ind. Santa Maria 25947 Ramos Arizpe Coahuila R.F.C. SME991215 7 NA Mexico

Contract to be assumed and assigned:

P.O. #5500000464 between Magna Drivetrain and Delphi C; Part #15232836; Validity from 8/15/2005; Validity to 7/31/2010

Magna Drivetrain Steyr De Mexico, S.A. DE C.V. Calle 1 No. 104 Parque Ind. Santa Maria 25947 Ramos Arizpe Coahuila R.F.C. SME991215 7 NA Mexico

Contract to be assumed and assigned:

P.O. #5500000204 between Magna Drivetrain and Delphi C; Part #22706789; Validity from 1/30/2005; Revision #1; Validity to 12/31/2009

Dana Fluid System Products 500 Raybestos Dr Upper Sandusky OH 43351

Contract to be assumed and assigned:

P.O. #P11069-03 between Dana Fluid System Products and Delphi C, Part #17999567, Issue Date 1/28/2003, Expiration Date 12/31/2007

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Contract to be assumed and assigned:

P.O. #7NC0005K between GM of Canada Ltd. and Delphi C; Part 15238606; Issue Date 9/7/2006; Amendment #4; Expiration Date 7/31/2007; Issue Date 12/24/2004

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Contract to be assumed and assigned:

P.O. #7NC0005L between GM of Canada Ltd. and Delphi C; Part 15238607; Issue Date 9/7/2006; Amendment #4; Expiration Date 7/31/2007; Issue Date 12/24/2004

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Contract to be assumed and assigned:

P.O. #7NC0005M between GM of Canada Ltd. and Delphi C; Part 15238612; Issue Date 9/7/2006; Amendment #4; Expiration Date 7/31/2007; Issue Date 12/24/2004

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Contract to be assumed and assigned:

P.O. #7NC00063 between GM of Canada Ltd. and Delphi C; Part 15242630; Issue Date 2/8/2006; Amendment #3; Expiration Date 6/1/2007; Issue Date 12/23/2004

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Contract to be assumed and assigned:

P.O. #7NC00064 between GM of Canada Ltd. and Delphi C; Part 15242631; Issue Date 2/8/2006; Amendment #3; Expiration Date 6/1/2007; Issue Date 12/23/2004

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Contract to be assumed and assigned:

P.O. #7NC00065 between GM of Canada Ltd. and Delphi C; Part 15242632; Issue Date 2/8/2006; Amendment #3; Expiration Date 6/1/2007; Issue Date 12/23/2004

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Contract to be assumed and assigned:

P.O. #7ND000J0 between General Motors Corporation and Delphi C; Part #15283581; Issue Date 1/5/2006; Amendment #2; Expiration Date 12/31/2007; Issue Date 4/1/2005

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Contract to be assumed and assigned:

P.O. #7ND000J1 between General Motors Corporation and Delphi C; Part #15283582; Issue Date 1/5/2006; Amendment #2; Expiration Date 12/31/2007; Issue Date 4/1/2005

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Contract to be assumed and assigned:

P.O. #7ND000J2 between General Motors Corporation and Delphi C; Part #15802375; Issue Date 2/8/2006; Amendment #2; Expiration Date 6/1/2007; Issue Date 4/14/2005

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Contract to be assumed and assigned:

P.O. #7ND000J3 between General Motors Corporation and Delphi C; Part #15802376; Issue Date 2/8/2006; Amendment #2; Expiration Date 6/1/2007; Issue Date 4/14/2005

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Contract to be assumed and assigned:

P.O. #7ND000J4 between General Motors Corporation and Delphi C; Part #15802377; Issue Date 6/15/2006; Amendment #1; Expiration Date 7/31/2007; Issue Date 4/14/2005

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Contract to be assumed and assigned:

P.O. #7ND000J5 between General Motors Corporation and Delphi C; Part #15802378; Issue Date 2/8/2006; Amendment #3; Expiration Date 6/1/2007; Issue Date 4/14/2005

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Contract to be assumed and assigned:

P.O. #7ND000JF between General Motors Corporation and Delphi C; Part #15823490; Issue Date 2/8/2006; Amendment #1; Expiration Date 6/1/2007; Issue Date 6/24/2005

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Contract to be assumed and assigned:

P.O. #7ND000JN between General Motors Corporation and Delphi C; Part #15823491; Issue Date 2/8/2006; Amendment #1; Expiration Date 6/1/2007; Issue Date 6/24/2005

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Contract to be assumed and assigned:

P.O. #7ND000JL between General Motors Corporation and Delphi C; Part #15823492; Issue Date 9/7/2006; Amendment #3; Expiration Date 7/31/2007; Issue Date 6/24/2005

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Contract to be assumed and assigned:

P.O. #7ND000JM between General Motors Corporation and Delphi C; Part #15823493; Issue Date 9/7/2006; Amendment #3; Expiration Date 7/31/2007; Issue Date 6/24/2005

Saturn General Motors Corporation Manual PO Support Workgroup PO Box 63070 Phoeniz AZ 85082-3070

Contract to be assumed and assigned:

P.O. #OPKV0002 between Saturn and Delphi C; Part #22716552; Issue Date 9/7/2006; Amendment #5; Expiration Date 7/31/2007; Issue Date 12/11/2002

GM de Mexico S.de R.L. de C.V. Av. Ejercito Nacional #843 Col. Granada D.F. 11520 Mexico

Contract to be assumed and assigned:

P.O. #7NB0003F between GM de Mexico S.de R.L. de C.V. and Delphi C; Part #22716552; Issue Date 9/7/2006; Amendment #4; Expiration Date 7/31/2007; Issue Date 10/15/2004

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Contract to be assumed and assigned:

P.O. #7ND0009K between General Motors Corporation and Delphi C; Part #22716552; Issue Date 9/7/2006; Amendment #6; Expiration Date 7/31/2007; Issue Date 12/11/2002

GM de Mexico S.de R.L. de C.V. Av. Ejercito Nacional #843 Col. Granada D.F. 11520 Mexico

Contract to be assumed and assigned:

P.O. #7NF00000 between Delphi – C – Upper Sandusky c/o Continental Hose and GM de Mexico S.de R.L. de C.V.; Part #17999746; Issue Date 10/30/06; Amendment #11; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NH00007 between Delphi – C – Upper Sandusky c/o Continental Hose and General Motors Corporation; Part #22163235; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

GM de Mexico S.de R.L. de C.V. Av. Ejercito Nacional #843 Col. Granada D.F. 11520 Mexico

Contract to be assumed and assigned:

P.O. #7NF00001 between Delphi – C – Upper Sandusky c/o Continental Hose and GM de Mexico S.de R.L. de C.V.; Part #22111869; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

GM de Mexico S.de R.L. de C.V. Av. Ejercito Nacional #843 Col. Granada D.F. 11520 Mexico

Contract to be assumed and assigned:

P.O. #7NF00002 between Delphi – C – Upper Sandusky c/o Continental Hose and GM de Mexico S.de R.L. de C.V.; Part #22163235; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

GM de Mexico S.de R.L. de C.V. Av. Ejercito Nacional #843 Col. Granada D.F. 11520 Mexico

Contract to be assumed and assigned:

P.O. #7NF00003 between Delphi – C – Upper Sandusky c/o Continental Hose and GM de Mexico S.de R.L. de C.V.; Part #22163441; Issue Date 10/30/06; Amendment #8; Expires 6/30/08; Issue Date 8/1/1998

GM de Mexico S.de R.L. de C.V. Av. Ejercito Nacional #843 Col. Granada D.F. 11520 Mexico

Contract to be assumed and assigned:

P.O. #7NF00004 between Delphi – C – Upper Sandusky c/o Continental Hose and GM de Mexico S.de R.L. de C.V.; Part #15713541; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

GM de Mexico S.de R.L. de C.V. Av. Ejercito Nacional #843 Col. Granada D.F. 11520 Mexico

Contract to be assumed and assigned:

P.O. #7NF00005 between Delphi – C – Upper Sandusky c/o Continental Hose and GM de Mexico S.de R.L. de C.V.; Part #15713542; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NG00000 between Delphi – C – Upper Sandusky c/o Continental Hose and GM of Canada Ltd; Part #22163441; Issue Date 10/30/06; Amendment #8; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NG00001 between Delphi – C – Upper Sandusky c/o Continental Hose and GM of Canada Ltd; Part #22163235; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NG00002 between Delphi – C – Upper Sandusky c/o Continental Hose and GM of Canada Ltd; Part #22111869; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NG00005 between Delphi – C – Upper Sandusky c/o Continental Hose and GM of Canada Ltd; Part #17999746; Issue Date 10/30/06; Amendment #11; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NH0000C between Delphi – C – Upper Sandusky c/o Continental Hose and General Motors Corporation; Part #22163441; Issue Date 10/30/06; Amendment #8; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NH0000M between Delphi – C – Upper Sandusky c/o Continental Hose and General Motors Corporation; Part #15713541; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NH0000N between Delphi – C – Upper Sandusky c/o Continental Hose and General Motors Corporation; Part #15713542; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NH00001 between Delphi – C – Upper Sandusky c/o Continental Hose and General Motors Corporation; Part #17999746; Issue Date 10/30/06; Amendment #11; Expires 6/30/08; Issue Date 8/1/1998

General Motors Corporation Manual PO Support Workgroup PO Box 63070 Phoenix AZ 85082-3070

Contract to be assumed and assigned:

P.O. #7NH00006 between Delphi – C – Upper Sandusky c/o Continental Hose and General Motors Corporation; Part #22111869; Issue Date 10/30/06; Amendment #9; Expires 6/30/08; Issue Date 8/1/1998

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Contract to be assumed and assigned:

P.O. #7NC0005N between GM of Canada Ltd. and Delphi C; Part #15238613; Issue Date 9/7/2006; Amendment #4; Expiration Date 7/31/2007; Issue Date 12/24/2004

General Motors of Canada Limited Manual PO Support Workgroup PO Box 63070 Phoenix AZ 85082-3070

Contract to be assumed and assigned:

P.O. #7NC00062 between GM of Canada Ltd. and Delphi C; Part #15242629; Issue Date 2/8/2006; Amendment #3; Expiration Date 6/1/2007; Issue Date 12/23/2004

Harco Brake Systems Inc P.O. Box 326 Englewood OH 45322-0326

Contract to be assumed and assigned:

Delphi Energy Chassis (AHG) & Harco Brake Systems Brake Hose Assembly Contract Policy Statements dated January 1, 2005